

RECORDATION NO. 25983 FILED

NOV 23 '05 10-06 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

November 22, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Equipment Lease, dated as of November 21, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Banc of America Leasing & Capital, LLC  
One Financial Plaza  
Providence, Rhode Island 02901

Lessee: Martin Marietta Materials, Inc.  
2710 Wycliff Road  
Raleigh, North Carolina 27622

Mr. Vernon A. Williams  
November 22, 2005  
Page 2

A description of the railroad equipment covered by the enclosed document is:

146 centerbeam gondola cars within the series MWAX 1001 - MWAX 1174 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Equipment Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

NOV 23 '05 10-06 AM

SURFACE TRANSPORTATION BOARD

**Bank of America**



One Financial Plaza  
Providence, Rhode Island 02903-2305

FILED AND RECORDED WITH THE

On: \_\_\_\_\_  
At: \_\_\_\_\_  
And given Recordation No.: \_\_\_\_\_

**MEMORANDUM OF EQUIPMENT LEASE AGREEMENT** dated as of November 21, 2005 by and between Banc of America Leasing & Capital, LLC, a Delaware limited liability company ("Lessor") and Martin Marietta Materials, Inc., a North Carolina corporation ("Lessee"), as such agreement relates to Equipment Schedule No. 15814-11500-001 thereof (together, the "Lease").

**WITNESSETH:**

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, 146 Gondola Cars bearing the Reporting Marks/Running Numbers and Serial Numbers set forth on the Schedule of Equipment attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: November 21, 2005

Lessor:

**BANC OF AMERICA LEASING & CAPITAL, LLC**

By: Patricia Smith-Dign

Name: Vice President

Title: \_\_\_\_\_

Lessee:

**MARTIN MARIETTA MATERIALS, INC.**

By: Stephen P. Zelwack, Jr.

Name: Stephen P. Zelwack, Jr.

Title: CEO

STATE OF: Rhode Island

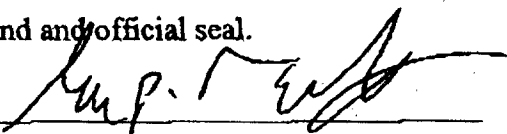
SS.

COUNTY OF: Providence

On 11/22/05 before me, Gregory P. Torioletti  
(Notary Name and Title)

personally appeared Patricia Smith-Disu personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: 

(Notary Seal)

STATE OF: North Carolina

SS.

COUNTY OF: Wake

On November 22, 2005 before me, Elizabeth V. Sullivan

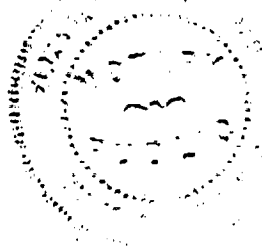
(Notary Name and Title)

personally appeared Stephen P. Zelnak, Jr. personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Elizabeth V. Sullivan

Exp: 1-29-2008  
(Notary Seal)



## SCHEDULE OF EQUIPMENT

Attached hereto and made part of the following documents: Memorandum of Equipment Lease Agreement

With: Martin Marietta Materials, Inc.

APPLICABLE RECOVERY PERIOD: 7 Years

SERIAL NUMBER

Vendor: National Steel Car Limited  
600 Kenilworth Avenue  
P.O. box 2450  
Hamilton, Ontario, Canada  
L8N3J4

The following Equipment is initially located at: 8200 IH 10 West, Suite 600  
San Antonio, TX 78230

146 73ft Centerbeam Gondola Cars

MWAX 1044  
MWAX 1045  
MWAX 1052  
MWAX 1048  
MWAX 1050  
MWAX 1058  
MWAX 1059  
MWAX 1060  
MWAX 1061  
MWAX 1038  
MWAX 1049  
MWAX 1064  
MWAX 1065  
MWAX 1066  
MWAX 1069  
MWAX 1079  
MWAX 1002  
MWAX 1007  
MWAX 1054  
MWAX 1062  
MWAX 1068  
MWAX 1073  
MWAX 1013  
MWAX 1070  
MWAX 1074  
MWAX 1075  
MWAX 1076

## SCHEDULE OF EQUIPMENT

Attached hereto and made part of the following documents: Memorandum of Equipment Lease Agreement

With: Martin Marietta Materials, Inc.

APPLICABLE RECOVERY PERIOD: 7 Years

MWAX 1078  
MWAX 1080  
MWAX 1071  
MWAX 1077  
MWAX 1084  
MWAX 1086  
MWAX 1087  
MWAX 1088  
MWAX 1090  
MWAX 1092  
MWAX 1056  
MWAX 1057  
MWAX 1067  
MWAX 1081  
MWAX 1085  
MWAX 1089  
MWAX 1091  
MWAX 1096  
MWAX 1046  
MWAX 1051  
MWAX 1053  
MWAX 1055  
MWAX 1063  
MWAX 1072  
MWAX 1082  
MWAX 1094  
MWAX 1095  
MWAX 1097  
MWAX 1098  
MWAX 1083  
MWAX 1093  
MWAX 1100  
MWAX 1103  
MWAX 1104  
MWAX 1109  
MWAX 1110  
MWAX 1102  
MWAX 1108

## SCHEDULE OF EQUIPMENT

Attached hereto and made part of the following documents: Memorandum of Equipment Lease Agreement

With: Martin Marietta Materials, Inc.

APPLICABLE RECOVERY PERIOD: 7 Years



MWAX 1118  
MWAX 1120  
MWAX 1124  
MWAX 1125  
MWAX 1122  
MWAX 1123  
MWAX 1126  
MWAX 1127  
MWAX 1128  
MWAX 1129  
MWAX 1105  
MWAX 1111  
MWAX 1130  
MWAX 1131  
MWAX 1135  
MWAX 1137  
MWAX 1141  
MWAX 1146  
MWAX 1133  
MWAX 1134  
MWAX 1149  
MWAX 1150  
MWAX 1153  
MWAX 1155  
MWAX 1157  
MWAX 1132  
MWAX 1145  
MWAX 1148  
MWAX 1152  
MWAX 1154  
MWAX 1158  
MWAX 1161  
MWAX 1142  
MWAX 1143  
MWAX 1144  
MWAX 1147  
MWAX 1151  
MWAX 1163



## SCHEDULE OF EQUIPMENT

Attached hereto and made part of the following documents: Memorandum of Equipment Lease Agreement

With: Martin Marietta Materials, Inc.

APPLICABLE RECOVERY PERIOD: 7 Years

MWAX 1165  
MWAX 1166  
MWAX 1172  
MWAX 1174  
MWAX 1001  
MWAX 1003  
MWAX 1005  
MWAX 1008  
MWAX 1010  
MWAX 1018  
MWAX 1022  
MWAX 1023  
MWAX 1024  
MWAX 1028  
MWAX 1015  
MWAX 1019  
MWAX 1020  
MWAX 1021  
MWAX 1011  
MWAX 1012  
MWAX 1025  
MWAX 1027  
MWAX 1029  
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MWAX 1033  
MWAX 1032  
MWAX 1035  
MWAX 1006  
MWAX 1009  
MWAX 1014  
MWAX 1017  
MWAX 1034  
MWAX 1036  
MWAX 1039  
MWAX 1041  
MWAX 1042

## SCHEDULE OF EQUIPMENT

Attached hereto and made part of the following documents: Memorandum of Equipment Lease Agreement

With: Martin Marietta Materials, Inc.

APPLICABLE RECOVERY PERIOD: 7 Years

SERIAL NUMBER
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MWAX 1043

MWAX 1004

MWAX 1016

MWAX 1037

MWAX 1040

MWAX 1047

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

BANK OF AMERICA LEASING & CAPITAL, LLC

MARTIN MARIETTA MATERIALS, INC.

By: Patricia Smith-Disu  
Name: Patricia Smith-Disu  
Title: Vice President

By: Stephen P. Zalwak, Jr.  
Name: Stephen P. Zalwak, Jr.  
Title: \_\_\_\_\_

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: November 22, 2005

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord